

23401-C
RECORDATION NO. _____ FILED

MAR 01 '05

10-15 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

February 8, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease and Assignment Termination, dated as of February 7, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Lease and Security Agreement and the Assignment thereof previously filed with the Board under Recordation Numbers 23401 and 23401-A, respectively.

The names and addresses of the parties to the enclosed document are:

Lessor: Bank Austria Creditanstalt Corporate Finance,
Inc.
Two Greenwich Plaza
Greenwich CT 06830

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue N.E.
Washington, DC 20002

- Mr. Vernon A. Williams
February 8, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

Railroad equipment bearing AMTK and AMTZ reporting marks and road numbers. For specific car numbers see document.

A short summary of the document to appear in the index is:

Memorandum of Lease and Assignment Termination.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE AND ASSIGNMENT TERMINATION dated as of February 7, 2005 between BANK AUSTRIA CREDITANSTALT CORPORATE FINANCE, INC. successor in interest to TRIMARC FINANCIAL, INC., (the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

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SURFACE TRANSPORTATION BOARD

WHEREAS, Lessor and Lessee entered into that certain Lease and Security Agreement dated as of March 8, 2001 (the "*Lease*").

WHEREAS, a Memorandum of Lease and Security Agreement dated March 8, 2001 with respect to the Equipment described in the Lease was filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301(b) on March 8, 2001 and assigned recordation number 23401.

WHEREAS, an Assignment of Lease and Security Agreement dated March 8, 2001 was filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301(b) on March 8, 2001 and assigned recordation number 23401-A.

WHEREAS, Bank Austria Creditanstalt Corporate Finance, Inc., is the successor-in-interest to the Lessor under the Lease and Assignment ("*Successor Lessor*").

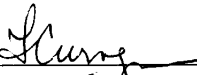

WHEREAS, Lessee and Successor Lessor entered into that certain Lease and Security Agreement Notice of Early Purchase Option dated November 1, 2004 (the "*Lease and Assignment Termination*"), pursuant to which Lessee purchased all of Successor Lessor's interest in the Equipment thereby terminating Successor Lessor's interest in the Equipment.

WHEREAS, this Memorandum of Lease and Assignment Termination, records the termination of Successor Lessor's interest in the Equipment, as specified on Schedule I hereto.

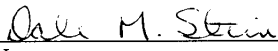

WHEREAS, this Memorandum of Lease and Assignment Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the termination of Successor Lessor's interest in the Equipment, and the ownership interest therein of Lessee and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

BANK AUSTRIA CREDITANSTALT
CORPORATE FINANCE, INC.,

By:  
Name: L. Curdlyn S. Obrecht
Title: Managing Director Associate Director

NATIONAL RAILROAD
PASSENGER CORPORATION

By: 
Name:
Title: 

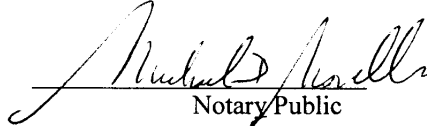
STATE OF CONNECTICUT)
)
COUNTY OF) SS.:

~~Lease Assignment~~ On this 13 day of January, 2005, before me personally appeared Scott Obeck, to me personally known, who being by me duly sworn, says that he/she is the My Dir / Assoc Dir of BANK AUSTRIA CREDITANSTALT CORPORATE FINANCE, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

MICHAEL D. NOVELLINO
Notary Public, State of New York
No 4979843

Qualified in Suffolk County
Commission Expires 7/27/05

My Commission Expires: 7/27/05


Notary Public

DISTRICT OF COLUMBIA

)
)
)

SS.:

On this 25th day of January, 2005, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: 02/14/05

SCHEDULE I

DESCRIPTION OF EQUIPMENT

*Memorandum of Lease and Assignment Termination
(Bank Austria Creditanstalt, successor-in-interest to Trimarc)*

| Vehicle Identification Numbers | Amtrak Uni numbers | Number of Units |
|-----------------------------------|-----------------------|--------------------|
| 620043 to 620067 | 5048 to 5072 | 25 |
| 620068 to 620070 | 5010 to 5012 * | 3 |
| 653371 to 653398 | 5268 to 5295 | 28 |
| 698996 | 462196 | 1 |
| 698840 to 698971 | 462040 to 462171 | 132 |
| 698973 to 698992 | 462173 to 462192 | 20 |
| 698994 to 698995 | 462194 to 462195 | 2 |
| 698997 to 699036 | 462197 to 462236 | 40 |
| 699038 to 699039 | 462238 to 462239 | 2 |

*the original recorded road number of 5021 should have been 5012

**casualties 462172
462193
462237

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Robert W. Alvord

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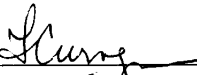

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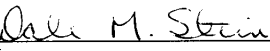

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By:  
Name: L. Curdlyn S. Obrecht
Title: Managing Director Associate Director

NATIONAL RAILROAD
PASSENGER CORPORATION

By: 
Name:
Title: 

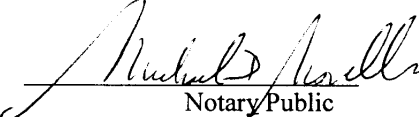
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MICHAEL D. NOVELLINO
Notary Public, State of New York
No 4979843

Qualified in Suffolk County
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My Commission Expires: 7/27/05


Notary Public

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